

Hearing Date and Time: July 26, 2024 at 11:00 a.m. (Prevailing Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

2U, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11279 (MEW)

(Jointly Administered)

**NOTICE OF AGENDA FOR
HEARING ON FIRST DAY APPLICATIONS AND MOTIONS**

PLEASE TAKE NOTICE that on July 25, 2024 (the “*Petition Date*”), the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) each commenced a case by filing a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “*Bankruptcy Code*”) in the United States Bankruptcy Court for the Southern District of New York (the “*Bankruptcy Court*”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “*First Day Hearing*”) has been scheduled for July 26, 2024 at 11:00 a.m. (Prevailing Eastern Time) before the Honorable Michael E. Wiles, United States Bankruptcy Judge for the Southern District of New York, Courtroom 617, One Bowling Green, New York, New York 10004, in order to consider, among other things, the relief requested by the Debtors in the First Day Pleadings (as defined below).

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: 2U, Inc. (5939); edX LLC (8554); 2U GetSmarter, LLC (9643); 2U Harkins Road LLC (N/A); 2U NYC, LLC (N/A); 2U KEIH Holdco, LLC (3837); CritiqueIt, Inc. (5532); edX Boot Camps LLC (8904); and 2U GetSmarter (US), LLC (9802). The Debtors’ mailing address is 2345 Crystal Drive, Suite 1100, Arlington, Virginia 22202.

PLEASE TAKE FURTHER NOTICE that the First Day Hearing will be conducted in person at the United States Bankruptcy Court for the Southern District of New York, before the Honorable Michael E. Wiles, United States Bankruptcy Judge, Courtroom 617, One Bowling Green, New York, NY 10004. If you wish to appear virtually at the hearing via Court Solutions, please email wiles.chambers@nysb.uscourts.gov to request approval prior to the hearing. Parties and members of the public who wish to listen to the hearing by audio feed do not need approval and may do so by registering with Court Solutions. Parties may register with Court Solutions at www.Court-Solutions.com. Information on how to register for, and use, the Court Solutions platform is available at <https://help.court-solutions.com/hc/en-us>.

PLEASE TAKE FURTHER NOTICE that copies of the pleadings identified below can be viewed and/or obtained by: (a) accessing this Court's website at www.nysb.uscourts.gov, (b) contacting the Office of the Clerk of the Court at United States Bankruptcy Court for the Southern District of New York, or (c) on the website of the Debtors' proposed claims and noticing agent, Epiq Corporate Restructuring, LLC ("Epiq"), at <https://dm.epiq11.com/2U>; or by contacting Epiq directly at (877) 525-5725 (toll free U.S. and Canada) and (360) 803-4441 (International).

PLEASE TAKE FURTHER NOTICE that the First Day Hearing may affect your rights. Please read the below motions and applications to be heard at the First Day Hearing (the "*First Day Pleadings*") carefully and discuss them with your attorney. If you do not have an attorney, you should consider consulting with one.

PLEASE TAKE FURTHER NOTICE that if you oppose the relief requested in the First Day Pleadings, or if you wish to be heard with respect to the First Day Pleadings, then you or your attorney must attend the First Day Hearing. If you or your attorney do not follow the foregoing steps, the Court may decide that you do not oppose the relief requested in the First Day Pleadings and may enter orders granting the relief requested by the Debtor.

AGENDA FOR FIRST DAY HEARING

I. Motions and Applications to Be Heard at the First Day Hearing

1. **Joint Administration Motion.** *Motion of Debtors for Entry of an Order (A) Directing Joint Administration of Chapter 11 Cases; and (B) Granting Related Relief*[Docket No. 2]: order entered at Docket No. 23.
2. **DIP Motion.** *Motion of Debtors for Interim and Final Orders (A) Authorizing the Debtors to (I) Obtain Junior Lien Postpetition Financing and (II) Use Cash Collateral; (B) Granting Liens And Superpriority Claims; (C) Granting Adequate Protection to Certain Parties; and (D) Granting Related Relief*[Docket No. 6].
3. **All Trade Motion.** *Motion of Debtors for Interim and Final Orders (A) Authorizing the Debtors to Pay Prepetition Trade Claims in the Ordinary Course of Business; and (B) Granting Related Relief*[Docket No. 8].

4. **Taxes Motion.** *Motion of Debtors for Interim and Final Orders (A) Authorizing the Debtors to Pay Certain Prepetition Taxes and Fees; and (B) Granting Related Relief [Docket No. 9].*
5. **Wages Motion.** *Motion of Debtors for Interim and Final Orders (A) Authorizing the Debtors to (I) Satisfy Prepetition Workforce Obligations and (II) Continue Workforce Programs on a Postpetition Basis; (B) Granting Relief from Automatic Stay with Respect to Workers' Compensation Claims; and (C) Granting Related Relief [Docket No. 10].*
6. **Insurance Motion.** *Motion of Debtors for Interim and Final Orders (A) Authorizing the Debtors to (I) Pay Prepetition Insurance Programs Obligations and (II) Maintain Their Insurance Programs Postpetition; and (B) Granting Related Relief [Docket No. 11].*
7. **Creditor Matrix Motion.** *Motion of Debtors for Entry of an Order (A) Authorizing the Debtors to (I) File a Consolidated Creditor Matrix and Consolidated List of the Top Thirty Unsecured Creditors and (II) Redact Certain Personally Identifiable Information; (B) Waiving Requirement to File List of Equity Security Holders; and (C) Granting Related Relief [Docket No. 12].*
8. **Epiq Claims and Noticing Agent Application.** *Application of Debtors for Entry of an Order (A) Authorizing and Approving the Appointment of Epiq Corporate Restructuring, LLC as Claims and Noticing Agent to the Debtors; and (B) Granting Related Relief [Docket No. 13].*
9. **Utilities Motion.** *Motion of Debtors for an Order (A) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services; (B) Approving the Debtors' Proposed Form of Adequate Assurance of Payment for Utility Services; (C) Establishing Procedures for Resolving Requests for Additional Adequate Assurance; and (D) Granting Related Relief [Docket No. 14].*
10. **Cash Management Motion.** *Motion of Debtors for Interim and Final Orders (A) Authorizing the Debtors to (I) Continue Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Continue Existing Deposit Practices, (III) Waive Certain U.S. Trustee Guidelines, and (IV) Continue Intercompany Transactions; (B) Granting Superpriority Status to Postpetition Intercompany Claims; and (C) Granting Related Relief [Docket No. 15].*
11. **Global Stay Motion.** *Motion of Debtors an Order (A) Enforcing and Restating Sections 362, 365, 525, and 541 of the Bankruptcy Code; (B) Approving Form and Manner of Notice to Foreign Parties in Interest of the Debtors; (C) Approving Form and Manner of Notice to Foreign Parties in Interest of the Non-Debtor Affiliates; and (D) Granting Related Relief [Docket No. 16].*
12. **Customer Programs Motion.** *Motion of Debtors for Interim and Final Orders (A) Authorizing the Debtors to (I) Honor Prepetition Customer Obligations and (II) Continue Customer Programs; and (B) Granting Related Relief [Docket No. 17].*

13. **NOL and Claims Trading Motion.** *Motion of Debtors for Interim and Final Orders (A) Establishing Notification and Hearing Procedures on Certain Transfers of Interests in, and Claims Against, the Debtors, and Claims of Certain Worthless Stock Deductions; and (B) Granting Related Relief* [Docket No. 18].
14. **Solicitation Procedures Motion.** *Motion of Debtors for Entry of an Order (A) Scheduling a Combined Hearing to Consider Approval of the Disclosure Statement and Confirmation of the Plan; (B) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (C) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Disclosure Statement or the Plan; (D) Approving the Manner and Forms of Notice and Other Related Documents; (E) Approving Equity Rights Offering Documents; (F) Conditionally Waiving Requirement of Filing Schedules and Statements and of Convening Section 341 Meeting of Creditors; and (G) Granting Related Relief* [Docket No. 5].

II. Objections

None.

III. Related Filings

1. **Norden First Day Declaration.** *Declaration of Matthew Norden, Chief Legal Officer and Chief Financial Officer of the Debtors, in Support of Chapter 11 Petitions* [Docket No. 3].
2. **Kocovski First Day Declaration.** *Declaration of William Kocovski in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 4].
3. **Murphy Declaration in Support of DIP Motion.** *Declaration of Cullen Murphy in Support of Motion of Debtors Interim and Final Orders (A) Authorizing the Debtors to (I) Obtain Junior Lien Postpetition Financing and (II) Use Cash Collateral; (B) Granting Liens And Superpriority Claims; (C) Granting Adequate Protection to Certain Parties; and (D) Granting Related Relief* [Docket No. 7].
4. **Frodsham Declaration.** *Declaration of Sophie Frodsham in Support of Debtors; Application for Entry of an Order (A) Authorizing and Approving the Appointment of Epiq Corporate Restructuring, LLC as Claims and Noticing Agent and (B) Granting Related Relief* [Docket No. 13-B].
5. **Plan.** *Joint Prepackaged Plan of Reorganization of 2U, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 19].
6. **Disclosure Statement.** *Disclosure Statement for the Joint Prepackaged Plan of Reorganization of 2U, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 20].

LATHAM & WATKINS LLP

Dated: July 25, 2024
New York, New York

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